

FEDERAL COMMUNICATIONS COMMISSION Washington, D. C. 20554

NOV 2 0 2003

OFFICE OF MANAGING DIRECTOR

Armand D. Mancini
Executive Vice President &
Chief Financial Officer
Orbital Imaging Corporation
21700 Atlantic Bolevard
Dulles, VA 20166

Re: Orbital Imaging Corporation Request for Waiver of Assignment Application Fees Fee Control No. 0309248320882744

Dear Mr. Mancini:

This letter responds to your request dated September 24, 2003, submitted on behalf of Orbital Imaging Corporation, Debtor-in-Possession (ORBIMAGE), for a waiver and refund of the fees paid in connection with the applications to assign one space station license (call sign S2348), two earth station licenses (call signs E980375 and E980376), and one experimental license (WC2XYN) (Licenses) from ORBIMAGE to ORBIMAGE, Inc. (Reorganized ORBIMAGE). Our records reflect that you have paid the \$10,330.00 application fees at issue here.

You state that on April 5, 2002, ORBIMAGE filed a petition for Chapter 11 bankruptcy reorganization with the United States Bankruptcy Court for the Eastern District of Virginia (Bankruptcy Court). In support, you submit a copy of the "Order Authorizing Payment of Prepetition Accrued Employee Wages, Bonuses, Salaries, Commissions, Expenses and Related Taxes and Payment of Employee Benefits and Related Relief" (dated April 9, 2002) from the Bankruptcy Court to ORBIMAGE. You state that the involuntary assignments of the Licenses are in connection with ORBIMAGE's Chapter 11 plan of reorganization. ORBIMAGE confirms that the plan of reorganization is not yet effective and that the corporation remains in bankruptcy. You state that ORBIMAGE currently is a debtor-in-possession in bankruptcy with limited funds available for non-operational purposes and that company management has a duty to safeguard the company's assets for the benefit of its creditors.

Section 1.1117 of the Commission's rules, 47 C.F.R. §1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 5 FCC Rcd 3558, 3572-73 (1990). We find that the bankruptcy filing involving ORBIMAGE substantiates its claim of financial hardship and demonstrates good cause for waiver of the filing fees. See MobileMedia Corporation, 14 FCC Rcd 8017, 8027 (1999).

Moreover, waiver of the filing fees will serve the public interest by protecting the interests of innocent creditors. Therefore, your request for waiver and refund of the application filing fees at issue here is granted.

A check, made payable to the maker of the original check, and drawn in the amount of \$10,330.00, will be sent to you at the earliest practicable time. If you have any questions concerning this letter, please contact the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,

Mark A. Reger

Chief Financial Officer

0309248320882744

RECEIVED & INSPECTED

SEP **25** 2003

FCC - MAILROOM



September 24, 2003

Managing Director Federal Communications Commission 445 12th Street, S.W., Room 1A625 Washington, D.C. 20554 2003 SEP 26 T 8: 13

TO ...

Re:

Orbital Imaging Corporation, Debtor in Possession – Assignment of Space Station License (Call Signs S2348), Earth Station Licenses (Call Signs E980375 and E980376) and Experimental License (Call Sign WC2XYN)

Request for Fee Waiver/Refund

Dear Managing Director:

Orbital Imaging Corporation, Debtor in Possession hereby requests that the Commission waive the fee payment requirement and refund the fees paid in connection with the applications for consent to the assignment of one space station license (call sign S2348), two earth station licenses (call signs E980375 and E980376) and one experimental license (WC2XYN) (together, the "Licenses") from Orbital Imaging Corporation, Debtor in Possession ("ORBIMAGE") to ORBIMAGE, Inc. ("Reorganized ORBIMAGE").

ORBIMAGE is a licensee of satellite, earth station and experimental authorizations granted by the Commission that provides high-resolution imagery and information for mapping, military reconnaissance, urban growth, agriculture and forestry health assessments and monitoring of land- and ocean-based natural resources to the United States Government and commercial customers. On April 5, 2002, ORBIMAGE filed a petition for Chapter 11 bankruptcy reorganization under the U.S. Bankruptcy Code (attached is a copy of one of the first day orders). Concurrently with the filing of this fee waiver request, ORBIMAGE is electronically filing two Form 312 applications with the International Bureau and a Form 702 application with the Office of Engineering and Technology seeking the Commission's consent to the involuntary assignment, as a result of the implementation of the company's Chapter 11 plan of reorganization, of the Licenses to Reorganized ORBIMAGE. Reorganized ORBIMAGE will be the same corporate entity as ORBIMAGE, except that it will change its name upon the effectiveness of the Plan of Reorganization. The filing fees paid in connection with these three applications were accompanied by the attached Forms 159, and totaled \$10,330 (the "Fees").

Pursuant to Section 1.1117(a) of the Commission's rules, the Commission may waive filing fees in specific instances where good cause is shown and where waiver of the fees would promote the public interest. This waiver request meets this standard. ORBIMAGE currently is a debtor in possession in bankruptcy with limited funds available for non-operational purposes. Moreover, company management has a duty to safeguard the company's assets for the benefit of its creditors. Unless refunded pursuant to this request, the payment of the Fees will further deplete the assets in the estate available to creditors and for Reorganized ORBIMAGE's business operations.

Therefore, there is good cause to grant this request for waiver and refund of the application Fees paid by ORBIMAGE and such waiver and refund is in the public interest.

Thank you for your assistance with this request, and please contact Dan Connors of my office (703-480-7500) or James F. Rogers of Latham & Watkins (202-637-2215) if you have any questions about it.

Very truly yours,

Orbital Imaging Corporation

Armand D. Mancini

Executive Vice President &

Chief Financial Officer

Attachments

2003 SEP 26 P 8: 13

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UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

2003 SEP 26 P 8: 13

)	Spart PROCESSING
In re:	Ś	Chapter 11
ORDITAL DAAGDIG OODDOD ATION)	C N 02 01(C) (DC) ()
ORBITAL IMAGING CORPORATION,	}	Case No. 02-81661 (RGM)

ORDER AUTHORIZING PAYMENT OF PREPETITION
ACCRUED EMPLOYEE WAGES, BONUSES, SALARIES,
COMMISSIONS, EXPENSES AND RELATED TAXES AND
PAYMENT OF EMPLOYEE BENEFITS AND RELATED RELIEF

Debtor.

Upon consideration of the motion (the "Motion") of the above-captioned debtor and debtor in possession (the "Debtor") for entry of an order pursuant to sections 507(a)(3), 507(a)(4) and 105(a) of title 11 of the United States Code (the "Bankruptcy Code") (a) authorizing the Debtor to (i) pay to, or for the benefit of, employees accrued prepetition wages, salaries, commissions and bonuses or other compensation on the regularly scheduled postpetition pay dates in accordance with the policies and practices established prior to the Petition Date¹, (ii) permit employees to use accrued prepetition paid time off, (iii) pay employees' prepetition reimbursable employee business expenses, (iv) make accrued prepetition contributions or payments directly on account of employee benefit plans, and (v) continue such employee benefit plans postpetition, (b) authorizing (but not directing) the Debtor to pay any and all local, state and federal withholding and payroll-related taxes relating to prepetition periods and (c) authorizing (i) Ceridian to continue providing payroll processing services in

Capitalized terms not defined in this Order shall have the meanings ascribed to them in the Motion.

accordance with its prepetition practices and (ii) Bank of America to honor prepetition checks for payment of prepetition employee claims and fund transfer requests; and upon consideration of the Declaration of Armand D. Mancini in Support of First Day Relief; and this Court having the jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and this Court having determined that granting the relief requested in the Motion is in the best interests of the Debtor, its estate, creditors and equity security holders; and notice of the Motion having been given to (i) the Office of the United States Trustee for the Eastern District of Virginia; (ii) the Debtor's twenty largest unsecured creditors; and (iii) the attorney for the Informal Noteholders' Committee; and it appearing that no other or further notice of the Motion need be given; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtor is hereby authorized and empowered (i) to pay, in accordance with the policies and practices established prior to the Petition Date, to or on behalf of its employees (collectively, the "Employees") all accrued employee wages, salaries, commissions, expenses, and benefits (including, without limitation, payments under the Debtor's medical and dental insurance, life and accidental death and dismemberment insurance, 401(k) retirement savings plan, pension plan, vacation and personal/sick leave policies and all other similar plans and policies) that have been earned and accrued by virtue of the services rendered by the Employees prior to the Petition Date; (ii) to perform and honor all other obligations, practices and policies in accordance with the foregoing; and (iii) to pay all taxes, tax deposits and processing fees in connection with payments made or other benefits provided pursuant to this Order; and it is further

ORDERED that Bank of America be, and hereby is, authorized and directed to honor all employee wage and salary checks and all fund transfer requests drawn on the account number listed in Exhibit "A" to the Motion and that Bank of America be, and hereby is, authorized and directed to honor all employee expense reimbursement checks drawn on the account number listed in Exhibit "A" to the Motion that are presented for payment or fund transfer requests that relate to accrued and unpaid prepetition obligations of the Debtor to Employees regardless of whether or not the checks or transfer requests were issued prior to or after the Petition Date, to the extent that sufficient funds are on deposit or the Debtor arranges to have sufficient funds deposited in the applicable account; and it is further

ORDERED that Bank of America be, and hereby is, authorized to rely upon the

Debtor's representation that a particular payment is authorized under this Order; and it is further

ORDERED that Ceridian be, and hereby is, authorized and directed to continue to

provide payroll processing services in accordance with its prepetition practices; and it is further

ORDERED that the Debtor is authorized to reissue checks to cover amounts owing on any checks covered by this Order (and issued from the account listed on Exhibit "A" to the Motion) that have been dishonored and to reimburse employees for any resulting charges; and it is further

ORDERED that any and all other and further notice of the relief requested in the Motion be, and hereby is, dispensed with and waived; and it is further

ORDERED that the Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

Dated: Alexandria, Virginia April 9, 2002

> /s/ Robert G. Mayer Hon. Robert G. Mayer UNITED STATES BANKRUPTCY JUDGE

Wire Transfer - Processing Fee Payment

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB 3060-0589 Page 1_0_1

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Wire Transfer- Processing Fee Payment

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

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Total: \$100.00

Remittance ID:420213 Authorization Number:024252 -- Successful Authorization --FILE COPY ONLY!! --

READ INSTRUCTIONS CAREFULLY BEFORE	FEDERAL COMMUNICATIONS COMMISSION			APPROVED BY OMI 3060-05			
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